

RECORDATION NO. 16742-A

JAN 19 '05 11-08 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination, dated as of December 31, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Commission under Recordation Number 16742.

The name and address of the party to the enclosed document are:

Lessor: GE Railcar Services
(successor to General Electric Railcar Services
Canada Ltd.)
421 7th Avenue S W Suite 2401
Calgary Alberta CD T2P 4K0

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

Mr. Vernon A. Williams
January 19, 2005
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A description of the railroad equipment covered by the enclosed document is:

110 gondola cars: CN 197100 – CN 197209 (formerly NCHX 100000 - NCHX 100109).

A short summary of the document to appear in the index is:

Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

JAN 19 '05 11-08 AM

MEMORANDUM OF LEASE TERMINATION
dated as of December 31, 2004 between **GE SURFACE TRANSPORTATION BOARD Railcar Services ("GE")** and **Canadian National Railway Company ("CN")**.

WHEREAS, General Electric Railcar Services Canada Ltd. (predecessor-in-interest to GE) as lessor and CN as lessee entered into a Lease of Equipment dated as of December 11, 1989 (the "Lease") covering one-hundred ten (110) 4,000 cube 100-ton rotary dump gondola cars marked **CN 197100 to CN 197209 inclusive**, formerly NCHX 100000 to NCHX 100109 inclusive, (the "Equipment"); and

WHEREAS, i) on January 26, 1990 at 3:40 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section 11301 and assigned recordation number 16742 and **ii)** on January 22, 1990 at 1:15 P.M., the Lease was deposited at the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

IN WITNESS WHEREOF, GE and CN wish to show for the public record that as of the day and year first above written:

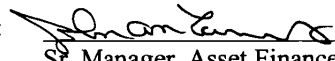
- 1) The Lease has been terminated;
- 2) GE has sold the Equipment to CN;

and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

GE RAILCAR SERVICES,

**CANADIAN NATIONAL
RAILWAY COMPANY,**

By: 
Its: 

By: 
Its: Sr. Manager, Asset Finance

PROVINCE OF ALBERTA)

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*In the matter of a Memorandum dated
as of December 31, 2004.*

CITY OF CALGARY)

)

On this 7 day of January, 2005 before me personally appeared
J G Foreman, to me personally known, who, being by me duly
sworn, says that he / she is VP Finance of GE Railcar Services
that the foregoing instrument was signed on behalf of said ~~corporation~~ by authority of its
Board of Directors, and he / she acknowledged that the execution of the foregoing
instrument was the free act and deed of said ~~corporation~~ partnership. PWP



Notary Public

RICHARD W. PAWLUK

My commission expires: _____

[Notarial Seal]

PROVINCE OF QUEBEC)

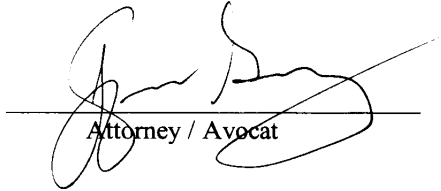
)

*In the matter of a Memorandum dated
as of December 31, 2004.*

DISTRICT OF MONTREAL)

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On this 11th day of January, 2005, before me personally appeared John
A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly
authorized to state that the foregoing instrument was signed on behalf of Canadian
National Railway Company by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of said
corporation.


Attorney / Avocat

Bar #: 188726-2